

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	(Jointly Administered)
Debtors.)	
)	Objection Deadline: April 5, 2007

**AMENDED STATEMENT OF MONTHLY INTERIM
COMPENSATION AND EXPENSES¹**

To: The Notice Parties as defined in the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals

Name of Applicant: Jones Lang LaSalle Americas, Inc.

Authorized to Provide Professional Services to: Delphi Corporation, *et al.*

Date of retention: December 1, 2005 (retroactive to November 3, 2005)

Period for which compensation and expense reimbursement is sought: January 1, 2007 through January 31, 2007

Amount of compensation and expense reimbursement sought for period: \$65,404.37

Summary of Monthly Fee and Expense Statements:

		REQUESTED		PAID ²	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
12/14/05	11/01/05 – 11/30/05	\$44,948.34	-0-	\$25,393.12	-0-
12/14/05	12/01/05 – 12/31/05	\$52,827.75	-0-	\$52,827.75	-0-

¹ The previously submitted Monthly Statement of Jones Lang LaSalle Americas, Inc. has been amended to account for the Applicant's annual adjustment to its professional rates, retroactive to January 1, 2007. As set forth below, the rates at which professional services are billed to the Debtors has been increased by 3.5%, as approved by the Debtors.

² On August 14, 2006, the Applicant received payment on account of 50% of all amounts held back from prior monthly payments. This amount totals \$31,658.77 and is in addition to the amounts listed as "paid" below. In addition, pursuant to the Sixth Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, the Applicant was to receive an additional distribution of amounts previously held back. The Applicant is in the process of confirming whether any such amount has been received.

		REQUESTED		PAID ²	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
02/28/06	01/01/06 – 01/31/06	\$52,827.75	-0-	\$44,070.53	-0-
03/31/06	02/01/06 – 02/28/06	\$54,327.75	\$2,314.64	\$41,653.87	\$2,314.64
04/28/06	03/01/06 – 03/31/06	\$54,327.75	\$1,670.77	\$43,462.20	\$1,670.77
05/31/06	04/01/06 – 04/30/06	\$57,327.75	\$282.42	\$45,862.20	\$252.45
06/30/06	05/01/06 – 05/31/06	\$60,615.11	\$295.37	\$54,553.60	\$295.37
07/28/06	06/01/06 – 06/30/06	\$51,573.44	-0-	\$41,258.75	-0-
08/31/06	07/01/06 – 07/31/06	\$63,198.44	-0-	\$50,558.75	-0-
09/29/06	08/01/06 – 08/31/06	\$63,198.44	-0-	\$63,198.44	-0-
10/31/06	09/01/06 – 09/30/06	\$63,243.26	-0-	\$37,954.92 ³	-0-
11/30/06	10/01/06 – 10/31/06	\$63,243.26	-0-	\$50,594.61	-0-
12/29/06	11/01/06 – 11/31/06	\$63,243.26	-0-	Pending	-0-
01/31/07	12/01/06 – 12/31/06	\$63,243.26 ⁴	\$740.04	Pending	Pending
03/06/06	01/01/07 – 01/31/07	\$65,404.37	-0-	Pending	-0-

PLEASE TAKE NOTICE that Jones Lang LaSalle Americas, Inc. (the “Applicant”) has today served this Notice of Amended Statement of Monthly Interim Compensation and Expenses, for January 1, 2007 through January 31, 2007 (the “Monthly Statement”) pursuant to the First through Sixth Orders Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (collectively, the “Compensation Order”), by which Applicant seeks (i) allowance of \$65,404.37 for services rendered from January 1, 2007 through January 31, 2007 (the “Statement Period”) and (ii)

³ Because the Applicant received payment in full on account of professional services rendered in August, 2006, the amount that should have been withheld from such payment was withheld from the payment for services rendered in September, 2006.

⁴ Due to an accounting error, Applicant initially sought interim allowance of fees totaling \$69,151.66 for services rendered during December 2006. On February 21, 2007, Applicant submitted an Amended Monthly Statement seeking interim allowance of fees totaling \$63,243.26.

payment of interim compensation for the Statement Period in the amount of \$52,323.50 unless an objection to such compensation is timely interposed.

Delphi Corporation and its related debtor entities (collectively, the "Debtors") have retained the Applicant as Real Estate Administrative and Transaction Services Provider to the Debtors. The terms of the Debtors' engagement of the Applicant are set forth in the Real Estate Services Agreement between Delphi Automotive Systems LLC and Jones Lang LaSalle Americas, Inc., dated September 2, 2005, as amended by that certain First Amendment to Real Estate Services Agreement dated November 9, 2005 (the "Engagement Agreement"). The Debtors' employment of the Applicant was approved by the Court on December 1, 2005, retroactive to November 3, 2005.

As contemplated by the Engagement Agreement, the Applicant has dedicated 100% of certain professionals' time to assist the Debtors with respect to domestic and international real estate transactions, including lease renewals, new space acquisitions and building and lease dispositions. As set forth in the Engagement Agreement, Applicant is entitled to compensation on account of the monthly efforts rendered by both Administrative Services Account Personnel and Transaction Services Account Personnel according to the following formula:

Jones Lang LaSalle will be entitled to a fee for Administrative Services in an amount equal to the sum of: (i) the cost of salary of all Administrative Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overhead allocation and profit factor equal to seventy-five (75%) percent for Administrative Services Account Personnel of (i) above.

and

Jones Lang LaSalle will be entitled to a fee for Transaction Services Account Personnel in an amount equal to the sum of: (i) the cost of salary of all Transaction Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overhead allocation and profit factor equal to fifty-five (55%) percent for Transaction Services Account Personnel of (i) above.

Engagement Agreement, Exhibit B ¶¶ IA, IIA.

The Applicant seeks compensation for the services rendered during the Statement Period by seven individuals: Janice Lannoo and Lois Jankow, each of whom provided services as a Lease Analyst; Brian Collins, Eric Zhang, Monica Lee and Jas Lozinski, each of whom served as a Transaction Manager in the engagement with the Debtors; and Kim Robinson, who provided services as a Transaction Coordinator. Ms. Lannoo, Ms. Jankow and Mr. Collins are each stationed at the Debtors' headquarters in Troy, Michigan. Mr. Zhang holds an office in Shanghai and provides services to the Debtors with respect to transactions throughout Asia. Mr. Lozinski and Ms. Robinson are based in Luton, England, and provide services to the Debtors with respect to transactions throughout Europe. Ms. Lee is based in Sao Paulo, Brazil, and provides services to the Debtors with respect to transactions throughout South America.

A general description of the services rendered by the Applicants' Lease Analysts, Transaction Managers and Transaction Coordinator to the Debtors is attached hereto as **Exhibit A**. The detailed amount of compensation to which Applicant is entitled for services rendered during the Statement Period for each of the Transaction Services Account Personnel and Administrative Services Account Personnel dedicated exclusively to assist the Debtors is set forth in the invoices attached hereto as **Group Exhibit B**.

In addition, Applicant maintains the Delphi+ Lease Administration System database, for which the Applicant is entitled to receive an additional monthly fee of \$1,500.00. An invoice for this fee is attached as **Exhibit C**.

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Statement, if any, must be served upon the undersigned counsel on or before March 19, 2007 (the "Objection Deadline").

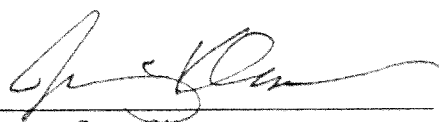
PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties identified in the Compensation Order so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, so long as no objection has been served in the time and manner required in this Notice, the Debtors shall pay to the Applicant an amount equal to the lesser of (i) 80 percent of the fees requested in this Monthly Statement or (ii) 80 percent of the fees not subject to an objection. All fees in this Monthly Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and may be subject to objection at such time.

PLEASE TAKE FURTHER NOTICE that Applicant reserves the right to correct, supplement or amend this request for interim compensation until a final application is filed.

Dated: March 16, 2007

JONES LANG LASALLE AMERICAS, INC.

By: 
One of its attorneys

Joseph D. Frank (IL ARDC # 6216085)
Jeremy C. Kleinman (IL ARDC # 6270080)
FRANK/GECKER LLP
325 North LaSalle Street, Suite 625
Chicago, Illinois 60610
(312) 276-1400 – telephone
(312) 276-0035 – facsimile

EXHIBIT A

Lease Analyst

The Lease Analyst position is 100% dedicated on-site with Delphi Corporation and is responsible for a full scope of Lease Administration services including: Abstracting and interpreting commercial lease documents (leases, amendments, subleases), rent analysis and rent payment processing, client/vendor/landlord relationship management, resolution of rent and other Landlord/Tenant issues, reviewing annual landlord reconciliation statements and calculations to ensure accuracy and lease compliance, data entry and data management of lease documents, tracking and maintaining critical dates, financial analysis, subtenant account management, and billing/collections of third party tenant rents. Position is also responsible for reviewing Escalation/CAM & real estate tax invoices as well as special projects as assigned by manager.

Transaction Manager

The Transaction Manager position is 100% dedicated on site with Delphi Corporation and is responsible for a full scope of real estate transaction management services including: leading the site selection process for new leased and owned facilities, leading the negotiation process for new lease and purchase transactions with landlords, collaborating with legal (internal and external to the client) to memorialize terms in documentation. The Transaction Manager also manages the process of entering into new license agreements, easements, and other real estate related matters, as well as renewals of the same. The Transaction Manager carries out these responsibilities both individually and through management of third-party brokers when necessary (both within and external to Jones Lang LaSalle). The Transaction Manager also contributes to the development of real estate requirements on both a one-off basis and portfolio basis for Delphi's real estate portfolio, working closely with contacts in the Facilities Services Group (FSG), environmental services, and business divisions.

Transaction Coordinator

The Transaction Coordinator position is 100% dedicated on site with Delphi Corporation and is responsible for assisting the European Real Estate Manager with all tasks, including: developing and coordinating approval of internal approval documents; developing financial analyses used in decision-making and approval documents; interfacing with Delphi, Jones Lang LaSalle, and landlord/investor contacts within the European region to facilitate completion of real estate transactions and receipt of all pertinent documentation; and interfacing with Delphi's FSG group and Jones Lang LaSalle in the United States to provide necessary documentation for leased and owned properties.

EXHIBIT B



*Jones Lang LaSalle Americas, Inc.
Attn: Emily Houghton
33845 Treasury Center
Chicago, IL 60694-1700
(312) 228-2838*

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attention: Mark Kamischke

Date: March 16, 2007

Invoice No. 17381

Services of:

Lois Jankow / Troy, MI: January 1 - January 31, 2007	\$ 9,056.25
Janice Lanoo / Troy, MI : January 1 - January 31, 2007	\$ 6,339.38

*Professional rates include approved rate increase.

Amount Currently Due and Payable: \$ 15,395.63

Make check payable to Jones Lang LaSalle Americas, Inc.

Mail to: Jones Lang LaSalle Americas, Inc.
33845 Treasury Center
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact Emily J. Houghton 312-228-2838



*Jones Lang LaSalle Americas, Inc.
Attn: Emily Houghton
33845 Treasury Center
Chicago, IL 60694-1700
(312) 228-2838*

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attention: Mark Kamischke

Date: March 16, 2007

Invoice No. 17383

Services of:

Brian Collins / Detroit, MI : January 1 - January 31, 2006	\$ 12,031.88
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*Professional rates include approved rate increase.

Amount Currently Due and Payable: \$ 12,031.88

Make check payable to Jones Lang LaSalle Americas, Inc.

Mail to: Jones Lang LaSalle Americas, Inc.
33845 Treasury Center
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact Emily J. Houghton 312-228-2838



*Jones Lang LaSalle Americas, Inc.
Attn: Emily Houghton
33845 Treasury Center
Chicago, IL 60694-1700
(312) 228-2838*

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attention: Mark Kamischke

Date: March 16, 2007

Invoice No. 17382

Services of:

Eric Zhang / China: January 1 - January 31, 2007	\$ 6,719.13
Jas Lozinski / England : January 1 - January 31, 2007	\$ 23,203.92
Kim Robinson / England: January 1 - January 31, 2007	\$ 3,448.81
Monica Lee / Brazil: January 1 - January 31, 2007	\$ 3,105.00

*Professional rates include approved rate increase.

Amount Currently Due and Payable: \$ 36,476.86

Make check payable to **Jones Lang LaSalle Americas, Inc.**

Mail to: Jones Lang LaSalle Americas, Inc.
33845 Treasury Center
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact **Emily J. Houghton 312-228-2838**

EXHIBIT C



*Jones Lang LaSalle Americas, Inc.
Attn: Emily Houghton
33845 Treasury Center
Chicago, IL 60694-1700
(312) 228-2838*

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attention: Mark Kamischke

Date: February 20, 2007

Invoice No. 17380

Fee:

Lease Administration Delphi Plus Fee - January 2006

\$ 1,500.00

Amount Currently Due and Payable: \$ 1,500.00

Make check payable to Jones Lang LaSalle Americas, Inc.

Mail to: Jones Lang LaSalle Americas, Inc.
33845 Treasury Center
Chicago, IL 60694-3800

If you have any questions regarding this invoice please contact Emily J. Houghton 312-228-2838

CERTIFICATE OF SERVICE

I, Jeremy C. Kleinman, an attorney, hereby certify that on March 16, 2007, I caused the attached **Amended Statement of Monthly Interim Compensation and Reimbursement of Expenses** to be served by electronic mail or Federal Express overnight delivery, as indicated, on the parties listed below:

Via Electronic Mail

David M. Sherbin
Vice President and General Counsel
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
david.sherbin@delphi.com

Via Federal Express

Skadden, Arps, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
Att'n: John Wm. Butler, Jr.

Via Electronic Mail

John D. Sheehan
Vice President and
Chief Restructuring Officer
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
john.sheehan@delphi.com

Via Electronic Mail

Valerie Venable
Credit Manager
GE Plastics, Americas
9930 Kincey Avenue
Huntersville, North Carolina 28078
valerie.venable@ge.com

Via Electronic Mail

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, Suite 2100
New York, New York 10004
Att'n: Alicia M. Leonhard
alicia.m.leonhard@usdoj.gov

Via Federal Express


Latham & Watkins LLP
885 Third Avenue
New York, New York 10017
Att'n: Robert J. Rosenberg

Via Federal Express

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Att'n: Marissa Wesley

Via Federal Express

Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Att'n: Marlane Milican



Jeremy C. Kleinman